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FLORIDA NON-PROFIT CORPORATION

Bense Family Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
BENSE FAMILY FOUNDATION, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be Bense Family Foundation, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of the corporation shall be 1405 West Beach Drive, Panama City, Florida 32401.

ARTICLE III - PURPOSES

The specific purposes for which the Corporation is organized are:

(a) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual;

(b) To operate without regard to race, age, sex, religion or national origin;

(c) To carry out its functions such that no substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office; and

(d) To operate, participate in and/or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

ARTICLE IV - MEMBERS

This Corporation shall have no Members.

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ARTICLE V - POWERS

The Corporation shall have and exercise all powers of any corporation not for profit as the same now exist or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code.

ARTICLE VI - PRIVATE FOUNDATION

In the event that the Corporation is ever determined or deemed by the Internal Revenue Service to be a "private foundation" within the meaning of Section 509(a) of the Code, during the continuance of such status:

(a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code.

(d) The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

ARTICLE VII - DISSOLUTION ON LIQUIDATION

In the event of dissolution of the Corporation or the winding up its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code.

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ARTICLE VIII - DIRECTORS AND THE MANNER OF THEIR ELECTION

The Board of Directors shall consist of at least three (3) members. The method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. The following persons shall constitute the initial Board of Directors:

Allan G. Bense
Tonic L. Bense
Courtney M. Bense

ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

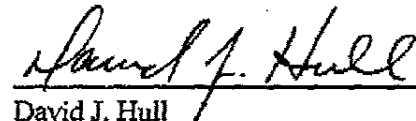
ARTICLE X - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation are David J. Hull, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Board of Directors of the Corporation.

The undersigned incorporator has executed these Articles of Incorporation this 27th day of August, 2004.



David J. Hull
Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, Bense Family Foundation, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Bense Family Foundation, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND SMITH HULSEY & BUSEY IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: Harry M. Wilson, III
Harry M. Wilson, III
Its Vice-President

Date: August 27, 2004

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